

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF WISCONSIN

UNITED STATES OF AMERICA)
and THE STATE OF WISCONSIN,)

Plaintiffs,)

v.)

APPLETON PAPERS INC. and)
NCR CORPORATION,)

Defendants.)
_____)

Civil Action No. 01-C-0816

The Honorable Lynn Adelman

**UNITED STATES' UNOPPOSED MOTION FOR APPROVAL AND ENTRY OF A
CONSENT DECREE MODIFICATION AND PARTIAL EXTENSION**

The United States hereby moves that the Court enter the accompanying Consent Decree Modification and Partial Extension (the "Decree Extension"). The Plaintiffs and the Defendants all support approval and entry of the Decree Extension, and the Court should enter the Decree Extension without delay for the reasons set forth below.

1. On December 10, 2001, the Court approved and entered a Consent Decree in this case that specified the terms of an interim settlement between the parties relating to polychlorinated biphenyl ("PCB") contamination in sediments at the Lower Fox River and Green Bay Site in northeastern Wisconsin (the "Site"). The four year "Effective Period" of that Consent Decree expired in December 2005, although the Court recently entered an Agreed Order retaining jurisdiction and authority to consider and approve an agreed modification and extension of the original Decree until February 1, 2006.

2. In essence, the Decree Extension would adjust and extend the natural resource restoration component of the original interim Consent Decree. During the extension, the Defendants would commit to provide an additional \$5 million for natural resource restoration

projects, and another \$1 million to help finance preparation of a formal Restoration Progress Report on the restoration work that has been performed under several partial settlements relating to the Site. In exchange for that financial commitment, the government parties would forbear from suing the Defendants for natural resource damages during the term of the Decree Extension.

3. The Decree Extension does not compromise or resolve the government parties' overall claims against the Defendants for natural resource damages and it does not address the Defendants' potential liability for cleanup costs or cleanup activities at the Site.

For the foregoing reasons, the United States moves that the Court enter the accompanying "Consent Decree Modification and Partial Extension" without delay.

Respectfully submitted,

FOR THE UNITED STATES OF AMERICA

SUE ELLEN WOOLDRIDGE
Assistant Attorney General
Environment and Natural Resources Division

Dated: January 20, 2006

s/ Randall M. Stone
RANDALL M. STONE, Trial Attorney
Environmental Enforcement Section
Environment and Natural Resources Division
U.S. Department of Justice
P.O. Box 7611
Washington, DC 20044-7611

STEVEN M. BISKUPIC
United States Attorney

MATTHEW RICHMOND
Assistant United States Attorney
Eastern District of Wisconsin
U.S. Courthouse and Federal Building - Room 530
517 E. Wisconsin Avenue
Milwaukee, WI 53202

CERTIFICATE OF SERVICE

Pursuant to Paragraph 47 of the original Consent Decree in this case, I hereby certify that copies of the foregoing Unopposed Motion (and the accompanying proposed Decree Extension) were served on this date by first-class mail, postage prepaid, upon the following individuals:

Paul Karch
Vice President, Law & Public Affairs
Appleton Papers Inc.
P.O. Box 359
Appleton, WI 54912-0359

Jonathan Hoak
Senior Vice-President and General Counsel
NCR Corporation
1700 S. Patterson Blvd.
Dayton OH 45479

J. Andrew Schlickman
John M. Heyde
Sidley Austin Brown & Wood
One South Dearborn Street
Chicago, IL 60603

Jerry L. Hancock
Assistant Attorney General
Wisconsin Department of Justice
P.O. Box 7857
Madison, WI 53707-7857

Dated: January 20, 2006

s/ Randall M. Stone